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April 27, 2004

BY OVERNIGHT DELIVERY

Sharla Dillon
Dockets and Record Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Re: **Notification of Winstar Communications, LLC's Discontinuance of
Certain Services in the State of Tennessee**

04-00050

Dear Ms. Dillon:

Winstar Communications, LLC ("Winstar"),¹ through its undersigned counsel, hereby notifies the Commission of the discontinuance of certain services in selected areas defined herein. Specifically, Winstar proposes to discontinue the provision of certain interexchange services to customers in a number of Tennessee locations. In connection with this Notification, Winstar submits the following information:

I. Description of Discontinuance

1. Name, address, and brief description of carrier

Winstar Communications, LLC
520 Broad Street
Newark, NJ 07102

Winstar was granted authority to provide local and interexchange telecommunications in Tennessee pursuant to the Tennessee Regulatory Authority's ("TRA") Order in Docket No. 02-00079 on April 2, 2002 (as amended April 10, 2002). Winstar's authority was revoked on April 4, 2004 for failure to file an Annual Report. Winstar currently has an application for reauthorization of its Certificate of Public Convenience and Necessity pending before the TRA. Winstar does not seek to withdraw its pending application for Certificate of Public Convenience and Necessity at this time.

¹ In addition to referring to Winstar Communication, LLC, "Winstar" also includes its subsidiaries that provide services in other states.

Winstar's toll-free customer service telephone number for customer inquiries concerning this discontinuance is 1-800-778-3757.

2. Date of planned service discontinuance

The anticipated date for the discontinuance of service in the markets described below in paragraph 3 is June 15, 2004, or as soon thereafter as the necessary state and federal regulatory authorizations have been obtained.

3. Points of geographic areas of service and number of customers affected

Winstar seeks authority to discontinue the provision of certain services provided to non-federal governmental customers primarily in the Memphis and Nashville metropolitan areas, as well as, in the following counties: Hickman, Knox, Lauderdale, Marshall, Montgomery, Robertson, Rutherford, Sumner, Washington, and Williamson counties. In Tennessee, this discontinuance will affect approximately 20 interexchange service customers.

4. Brief description of the type of service affected

Winstar intends to discontinue the provision of interexchange services to commercial customers in Tennessee. Winstar is also discontinuing interstate and international long distance, toll free and Internet services to commercial customers in Tennessee. Winstar's federal government customers, Winstar's fixed wireless services supporting mobile carrier infrastructures and other backhaul systems, and Winstar's spectrum lease offerings remain unaffected by this filing.

5. Brief description of the dates and methods of notice to all affected customers

Written notice to all affected customers substantially in the form of the sample letter attached as Exhibit A, was mailed to customers on April 7, 2004. The customer notice letter was prepared in accordance with the requirements of the TRA and Section 63.71(a) of the FCC's Rules.

6. Ongoing Efforts to Provide for Continuity of Service

Winstar has advised affected customers that Z-Tel Communications, Inc. ("Z-Tel"), a nationwide telecommunications provider, will work with affected customers to convert their Winstar service to a comparable Z-Tel service. Winstar has provided affected customers with Z-Tel's contact information. Winstar will also work with alternative carriers to effectuate a seamless transition of the affected customer to the alternative carrier's network. Winstar will release to its customer all pertinent end-user circuit information required to transfer service to another carrier.

7. Additional questions regarding this filing may be addressed to:

Jean L. Kiddoo
Brett P. Ferenczak
Swidler Berlin Shereff Friedman, LLP
3000 K Street, Suite 300
Washington, D.C. 20007
Tel: (202) 424-7500
Fax: (202) 424-7645
Email: JLKiddoo@swidlaw.com
BPFerenczak@swidlaw.com

For purposes of this filing, Winstar may be contacted at:

Joseph M. Sandri
Senior Vice President & Regulatory Counsel
Winstar Communications, LLC
1850 M Street, NW, Suite 300
Washington, DC 20036
Tel: (202) 367-7643
Fax: (202) 659-1931
Email: jsandri@winstar.com

II. Circumstances of Discontinuance

As part of Winstar's plan to refocus its business plan in order to maintain long term profitability, Winstar has determined to discontinue the provision of certain services in a number of locations nationwide, including locations in Tennessee. Specifically, Winstar will also discontinue certain customers who receive commercial interexchange service through the resale of services provided by other facilities-based providers. This discontinuance filing does not affect Winstar's federal government customers, Winstar's fixed wireless services and offering supporting mobile carrier infrastructures and other backhaul systems, or Winstar's spectrum lease offerings in Tennessee.

III. Public Interest Considerations

Winstar's disconnection of service to certain customers, while regrettable, is necessary and appropriate, and will not adversely affect the public convenience and necessity. The public will not be unduly harmed by the discontinuance of the services described above because customers have been given notice that affords them an opportunity to transfer to a new carrier. As indicated herein, Winstar has undertaken a customer notification initiative that is aimed at providing affected customers with sufficient notice and opportunity to select another provider. Further, Winstar is making a concerted effort to ensure an orderly transition of service for all affected customers.

IV. Conclusion

An original and thirteen (13) copies of this Notification are enclosed for filing. Please date-stamp and return the enclosed extra copy of this letter. Winstar intends to proceed as described above on or shortly after June 15, 2004. Therefore, Winstar respectfully requests that the TRA notify Winstar if it has any questions regarding the proposed transaction or believes that further action is required.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Brett P. Ferenchak". The signature is fluid and cursive, with the first name "Brett" and last name "Ferenchak" clearly distinguishable.

Jean L. Kiddoo
Brett P. Ferenchak

Counsel for Winstar Communications, LLC

Attachment

VERIFICATION

I, E. Brian Finkelstein, state that I am Chief Executive Officer of Winstar Communications, LLC, a Party in the foregoing Notification; that I am authorized to make this Verification on behalf of Winstar Communications, LLC; that the foregoing was prepared under my direction and supervision; and that the contents are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this 22 day of April, 2004.



Name: E. Brian Finkelstein
Title: Chief Executive Officer
Winstar Communications, LLC

EXHIBIT A

Sample Discontinuance Notice



Winstar Communications, LLC
520 Broad Street
Newark, New Jersey 07102

NOTICE OF COMMUNICATION SERVICES DISCONTINUANCE
DO NOT DISREGARD THIS NOTICE

April 7, 2004

[CUSTOMER]
[ADDRESS]
BETHPAGE, TN 37022

RE Account # _____

Dear Winstar Customer

We regret to inform you that Winstar plans to reconfigure and redesign the services it offers in your geographic area. As a result, we have determined that we can no longer provide your telecommunications services. We have also informed the Federal Communications Commission of this development. **Accordingly, Winstar intends to discontinue all LOCAL, DOMESTIC AND INTERNATIONAL LONG DISTANCE, TOLL FREE, PRIVATE LINE, and INTERNET SERVICES that you receive in your current service location. Subject to regulatory approval, the anticipated date for the discontinuance of your service is Tuesday, June 15, 2004.**

Select a new carrier as soon as possible to avoid any interruption of service. Please do not delay in arranging for a new service provider, as some carriers may require several weeks to install new services. To help avoid service disruption, please check carefully that all service types you currently have with Winstar (local, long distance, toll free, calling card and/or Internet) are moved to your new carrier. Once you have chosen your new provider, Winstar will work with the carrier you have selected to assist in the transition of your service. Z Tel Communications, Inc., a nationwide telecommunications provider, has advised us that it would welcome the opportunity to work with our customers to convert their Winstar service to a comparable Z-Tel service. You may contact Z-Tel directly to discuss the services they offer at 1-800-371-3818.

The Federal Communications Commission ("FCC") permits customers to object to discontinuance of their service by a telecommunications provider. As provided in the FCC's rule 47 CFR 63.71

The FCC will normally authorize this proposed discontinuance of service unless it is shown that customers would be unable to receive service or a reasonable substitute from another carrier or that the public convenience and necessity is otherwise adversely affected. If you wish to object, you should file your comments within 15 days after receipt of this notification. Address them to the Federal Communications Commission, Washington, D.C. 20554, referencing the Section 63.71 Application of Winstar Communication, LLC. Comments should include specific information about the impact of this proposed discontinuance upon you or your company, including any inability to acquire reasonable substitute service.

Winstar appreciates the opportunity we have had to serve you. We are committed to making your service transition as smooth as possible. Please review the attached list of Frequently Asked Questions. If you have any further questions regarding the discontinuance of our services, please contact us at 1-800-778-3757.

Sincerely yours,
Winstar Customer Service

Attachment: Frequently Asked Questions

FREQUENTLY ASKED QUESTIONS – April 7, 2004

I received a Notice of Discontinuance of Service. What should I do now?

Please do not delay in arranging for a new service provider, as some carriers may require several weeks to install new services. You should contact other carriers that serve your area to discuss their rates and terms and make immediate arrangements to migrate your service to a new carrier. A list of carriers serving your area can usually be found in the front of your local telephone book. *As noted in the attached letter, Z-Tel Communications, Inc. has advised us that it would welcome an opportunity to work with our customers to convert their Winstar service to any comparable Z-Tel service. You may contact Z-Tel to discuss the services they offer at 1-800-371-3818.* To help avoid unplanned service disruption, please check carefully that all service types you currently have with Winstar (local phone, long distance, calling card, toll free, and/or Internet services) are moved to your new carrier. Once you have chosen your new provider, Winstar will make every effort to assist in a smooth service transition.

Who is Z-Tel?

Z-Tel is a nationwide wire line and broadband telecommunications company serving consumers and businesses. Unlike other providers, Z-Tel offers its customers enhanced calling features, such as voice-activated dialing and Web-accessible voicemail, which make communications smarter and more efficient. In addition to serving its own customers, Z-Tel is the backbone provider for Sprint's local service and formerly for MCI's The Neighborhood. Z-Tel has been serving customers since 1999 and is traded on the Nasdaq exchange under the symbol "ZTEL." Over half a million customers across the country rely on Z-Tel-powered services every day.

Can I still contact Winstar if I have issues related to my account?

Yes. Winstar's National Customer Satisfaction Center will be available to assist with your transition and any related questions you have. If you have a customer request or inquiry, you may either call us at 800-778-3757 or you may contact us at assistance@winstar.com. We are committed to providing personal assistance with every inquiry.

I have an installation scheduled with Winstar. What is the status?

Winstar will proceed with currently scheduled installations of local phone service, long distance, or high speed Internet services for your affected service location, however, we anticipate disconnecting these services, subject to regulatory approvals, on Tuesday, June 15, 2004. Please contact Winstar immediately at 800-778-3757 if you choose to cancel your pending order.

My business has local phone service from Winstar. What will happen to my phone number?

Your phone number may be transferred to your new local phone company upon completion of the migration process. Make sure that your new carrier is aware of your desire to keep your existing phone number(s).

What will happen to my bill?

You will need to pay all charges applicable to your account through the date your service is switched and calls are carried by your new provider. A final invoice will be sent to you showing applicable charges through that date, which will be due and payable per Winstar's payment policy. You will not be charged any early termination fees.

I have a long-term contract with Winstar. Will I be charged for leaving?

No. Winstar customers in the service locations affected by this discontinuance will not be invoiced for early termination fees related to the breaking of a contract term.

I am having technical trouble with my service. Who do I speak to?

Winstar will continue to respond to reports of technical problems. If you are having technical trouble, call us at (888) WINSTAR (888-946-7827).

I have a question that was not answered in these FAQs. How do I contact Winstar?

If you have a question that was not addressed in these FAQs you may either send us an email to assistance@winstar.com or you may contact us at 800-778-3757.

Where does Winstar still operate?

Winstar intends to maintain its commercial switched network in the New York and Washington, DC markets. It also maintains numerous fixed wireless, mobile network infrastructure, and government systems nationwide.